

RECORDATION NO. 24101-C FILED

SEP 11 '02 12-31 PM

SURFACE TRANSPORTATION BOARD

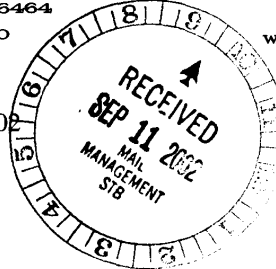
LAW OFFICES
MILES & STOCKBRIDGE P.C.
10 LIGHT STREET
BALTIMORE, MARYLAND 21202-1487

CAMBRIDGE, MD
COLUMBIA, MD
EASTON, MD
FREDERICK, MD

TELEPHONE 410-727-6464
FAX 410-385-3700

McLEAN, VA
ROCKVILLE, MD
TOWSON, MD
WASHINGTON, D.C.

September 10, 2002



VIA FEDERAL EXPRESS

Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423-0001
Attn: Ms. Ellen Keyes

Re: Filing of Bill of Sale between Southeastern Industrial Enterprises
as Seller and Midwest Railcar Corporation as Purchaser
(Purchase of 100 Railcars under Lease to Metro Enviro, LLC)

Dear Ms. Keyes:

Enclosed for recordation as a secondary document to the Memorandum of Assignment of Lease between Southeastern Industrial Enterprises, Inc. as Assignor and Midwest Railcar Corporation as Assignee, filed under separate cover on this date, pursuant to the provisions of 49 U.S.C. Section 11301(a) are ~~four~~ ^{two} originals of a Bill of Sale, dated September 6, 2002, as defined in the Board's Rules for the Recordation of Documents for filing.

The names and addresses of the parties to the enclosed document are:

Seller: Southeastern Industrial Enterprises, Inc.
P.O. Box 550
Buford, Georgia 30515

Purchaser: Midwest Railcar Corporation
3 Professional Park Drive, Suite B
Maryville, Illinois 62062

A description of the railroad equipment covered by the enclosed documents is:

One hundred (100) 4000 c.f., 100-ton gondola railcars bearing car marks and numbers as listed on Schedule I to said Bill of Sale.

Surface Transportation Board
May 15, 2002
Page 2

MILES & STOCKBRIDGE P.C.

A short summary of the document to appear in the index follows:

Bill of Sale between Southeastern Industrial Enterprises, Inc. as Seller and Midwest Railcar Corporation as Purchaser covering One hundred (100) 4000 c.f., 100-ton gondola railcars bearing car marks and numbers as listed on Schedule I to said Bill of Sale.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board to cover the required recordation fee.

Please kindly return stamped copies of the enclosed document to the undersigned at the above-listed address.

Also, please call (410) 385-3423 to confirm your receipt of the enclosed items.

Very truly yours,

A handwritten signature in black ink, appearing to read "Doti J. Hampton", written in a cursive style.

Doti J. Hampton
Legal Assistant

Enclosures

RECORDATION NO. 24101-C FILED

SEP 11 '02

12-31 PM

SURFACE TRANSPORTATION BOARD

BILL OF SALE

IN CONSIDERATION of the receipt of the sum of One Dollar (\$1.00), in hand paid, and for other good and valuable consideration, SOUTHEASTERN INDUSTRIAL ENTERPRISES, INC., a Georgia corporation ("Seller"), does hereby sell, assign, transfer and convey absolutely to MIDWEST RAILCAR CORPORATION, an Illinois corporation ("Purchaser"), all rights, title, and interest in and to the railway rolling stock more specifically described on Schedule 1 attached hereto and made a part hereof (the "Railcars"), and all appurtenant rights relating thereto. The Railcars are sold pursuant to the terms of a Purchase and Sale Agreement dated September 6, 2002 (the "Agreement") between Seller and Purchaser. Reference is made to the Agreement for all terms and conditions regarding the sale of the Railcars. **Other than the representations in the Agreement and the representations in this Bill of Sale, the Railcars are sold "AS IS" and "WHERE IS" without any warranty as to quality or condition, and SELLER EXPRESSLY DISCLAIMS ANY WARRANTY OF MERCHANTABILITY OR FITNESS FOR ANY PURPOSE. IN NO EVENT SHALL SELLER BE LIABLE FOR ANY SPECIAL, INDIRECT, INCIDENTAL OR CONSEQUENTIAL DAMAGES OF ANY NATURE WHATSOEVER.** Seller warrants that upon payment of the purchase price and receipt of this Bill of Sale, Buyer shall receive good and valuable title to the Railcars free and clear of all claims, liens and encumbrances of any kind arising by, through or under Seller, except for current taxes which are not due and payable. Also, Seller warrants that the Railcars have never been retired from AAR interchange service or sold for scrap and dismantling.

Dated this 6th day of September, 2002.SOUTHEASTERN INDUSTRIAL ENTERPRISES, INC.
SellerBy: J. W. Franks
Name: J. W. FRANKS
Title: C.E.O.STATE OF GA
COUNTY OF Hall ss:

On this 29th day of August, 2002 before me personally appeared, J. W. Franks, to me personally known, who being by me duly sworn, says that he is C.E.O., of SOUTHEASTERN INDUSTRIAL ENTERPRISES, INC., a Georgia corporation ("Company"), that the foregoing instrument was signed on behalf of said Company by authority of its Board of Members and he acknowledges that the execution of the foregoing instrument was the free act and deed of said Company.

Notary Public

KEVIN M. DAVIS
Notary Public, Hall County, Georgia
My Commission Expires March 11, 2008

My Commission Expires:

Schedule 1
to Bill of Sale

DESCRIPTION OF RAILCARS

One hundred (100) 4000 c.f., 100-ton gondola railcars bearing the following car marks and numbers:

SIEX 2100 through and including SIEX 2194

SIEX 2000 through and including SIEX 2004